

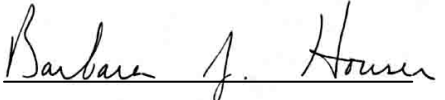


ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed April 8, 2010


United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	Chapter 11
	§	
WINMAR PIZZA, L.P., <i>et al.</i>	§	Case No. 09-33027-BJH-11
	§	
Debtors-in-Possession	§	(Jointly Administered)

**AGREED ORDER ON THE FROST NATIONAL BANK'S
MOTION TO APPOINT CHAPTER 11 TRUSTEE**

On this day, came on to be considered, The Frost National Bank's Motion to Appoint a Chapter 11 Trustee [Docket No. 359], The Frost National Bank's Supplemental Motion to Appoint a Chapter 11 Trustee [Docket No. 379], and The Response of the Debtors to The Frost National Bank's Motion to Appoint a Chapter 11 Trustee and The Frost National Bank's Supplemental Motion to Appoint a Chapter 11 Trustee [Docket No. 395]. The Frost National Bank, the Debtors, and CiCi Enterprises LP announced to the Court that they had resolved the issues raised by these motions and requested the Court enter this Agreed Order. In consideration of the Agreement herein expressed, all allegations in Frost's Motion and Supplemental Motion

(except that the benefits of appointment exceed the costs of appointment) are withdrawn and the Debtor's Response is withdrawn in its entirety. Having considered the pleadings on file, the evidence presented, and the agreement of the parties, the Court finds that the relief requested is necessary and appropriate and in the best interests of the Debtors' estates, their creditors and other parties in interest. It is therefore:

ORDERED that a chapter 11 trustee shall be appointed for the Debtors by the United States Trustee effective on April 30, 2010.

It is further ORDERED that, from the entry of this Order through April 30, 2010, cash collateral shall only be utilized by the Debtor as agreed by The Frost National Bank or as ordered by this Court. The Debtors and The Frost National Bank shall confer for the purpose of creating an Agreed Order for the handling of cash collateral during this period and shall submit it to the Court for approval or seek an expedited hearing to resolve their disagreements on or before April 5, 2010.

Proposed sales of the Debtors' assets (other than those situated in Texas and Maryland) shall continue to be fully pursued by the Debtors, but Debtors' current management shall make no further attempt to market those assets situated in Texas and Maryland.

Debtors shall (in consultation with the Bank) continue to exercise its business judgment regarding assumption or rejection of all remaining outstanding unexpired leases through April 30, 2010.

Tony Eiserman shall be the "operating principal" (which is a defined term under the Debtors' franchise agreements with CiCi Enterprises, LP) until agreed otherwise by both CiCi Enterprises, LP and any appointed Chapter 11 Trustee or until he is removed by this Court for good cause shown. Any successor to Mr. Eiserman chosen by any appointed Chapter 11 Trustee, or appointed after an Order of this Court removing Mr. Eiserman, shall be qualified under the

franchise agreements' terms. Through the time the Trustee assumes duty and thereafter, Mr. Eiserman shall coordinate the Debtors' full and complete cooperation with a transition to the Trustee or such other manager as may be appointed by the Court on motion and after notice and hearing; however, Mr. Eiserman shall continue to be the operating principal.

If Tony Eiserman refuses or is unable to continue as the operating principal for the Trustee, and/or any other managing entity, CiCi Enterprises, LP shall retain its rights under the terms of the franchise agreements concerning the requirement of and qualifications for an operating principal.

AGREED AND APPROVED AS TO FORM AND SUBSTANCE:

/s/ J. Stephen Ravel
J. Stephen Ravel
Texas Bar I.D. 16584975
Clay M. Taylor
Texas Bar I.D. 24033261
C. Josh Osborne
Texas Bar I.D. 24065856
Kelly Hart & Hallman LLP
201 Main Street, Suite 2500
Fort Worth, Texas 76102
Telephone: 817/332-2500
Telecopy: 817/878-9280

COUNSEL FOR THE FROST NATIONAL BANK

/s/ Richard M. Ward
Richard M. Ward
Texas Bar I.D. 20846350
6860 N. Dallas Parkway, Suite 200
Dallas, Texas 75024
Telephone: 214/220-2402
Telecopy: 972/499-7240

COUNSEL FOR THE DEBTORS

/s/ James V. Hoeffner

James V. Hoeffner

Texas Bar I.D. 09772700

Graves Dougherty Hearon & Moody

401 Congress Ave., Suite 2200

Austin, Texas 78701

Telephone: 512/480-5600

Telecopy: 512/480-5886

COUNSEL FOR CICI ENTERPRISES, LP